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RECORDATION NO.

23129-B  
FILED

JUL 1 '05

12-17 PM

SURFACE TRANSPORTATION BOARD

lgitomer@dc.bjllp.com

July 1, 2005

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two certified copies of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Assignment of Lease, a secondary document, dated as of June 30, 2005. The primary document to which this is connected is recorded under Recordation No. 23129. We request that one copy of this document be recorded under Recordation No. 23129-B.

The names and addresses of the parties to the Memorandum of Assignment of Lease are:

Transferor:

The Fifth Third Leasing Company  
38 Fountain Square Plaza  
Cincinnati, OH 45263

Transferee:

LaSalle National Leasing Corporation  
One West Pennsylvania Avenue, Suite 1000  
Towson, MD 21204

A description of the equipment covered by the Memorandum of Assignment of Lease consists of 68 rail cars numbered AWXX 20101-20168, inclusive.

BALL JANIK LLP

Honorable Vernon A. Williams

July 1, 2005

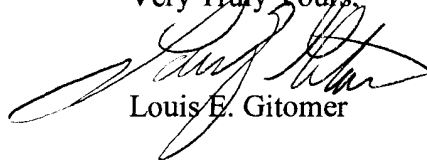
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A fee of \$33.00 is enclosed. Please return one copy to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Assignment of Lease between The Fifth Third Leasing Company, 38 Fountain Square Plaza, Cincinnati, OH 45263, and LaSalle National Leasing Corporation, One West Pennsylvania Avenue, Suite 1000, Towson, MD 21204, covering 68 rail cars numbered AWXX 20101-20168, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

JUL 1 '05

12-17 PM

MEMORANDUM OF ASSIGNMENT OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT OF LEASE dated as of this 30<sup>th</sup> day of June, 2005, is made by THE FIFTH THIRD LEASING COMPANY, an Ohio corporation, with an address at 38 Fountain Square Plaza, Cincinnati, Ohio 45263 (the "Transferor"), and LASALLE NATIONAL LEASING CORPORATION, a Delaware corporation, with an address at One West Pennsylvania Avenue, Suite 1000, Towson, Maryland 21204 (the "Transferee" and, together with the Transferor, the "Parties").

**KNOW ALL PERSONS BY THESE PRESENTS THAT:**

1. The Transferor has agreed to assign to Transferee that certain Railroad Equipment Lease dated as of August 31, 2000 (the "Lease") by and between Transferor (as assignee of Joseph Transportation Services, Inc., "DJJ"), as lessor, and AWIN LEASING COMPANY, INC. (the "Lessee"), as lessee, and each of the 68 railcars identified on Schedule 1 attached hereto leased thereunder (the "Equipment").

2. DJJ and Lessee entered into a Memorandum of Railroad Equipment Lease Agreement dated as of August 31, 2000, relating to the Lease and Equipment, which was filed with the Surface Transportation Board on September 28, 2000 and assigned recordation number 23129.

3. DJJ, as assignor and Transferor, as assignee entered into a Memorandum of Assignment and Assumption Agreement dated as of August 31, 2000, relating to the Lease and Equipment, which was filed with the Surface Transportation Board on October 11, 2000 and assigned recordation number 23129-A.

4. The Parties wish to show for the public record the existence of the aforesaid sale and assignment, and the respective interests therein of the Parties.

**NOW, THEREFORE**, to accomplish the foregoing, the Parties are filing this Memorandum of Assignment and Assumption of Lease with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a). In the event of any conflict between the provisions of this Memorandum of Assignment of Lease and the Purchase Agreement, the provisions of the Purchase Agreement shall control.

This Memorandum may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

*[signature page to follow]*

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum of Assignment of Lease to be executed by a duly authorized officer as of the day and year first above written.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Transferor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Transferor. I further declare that the foregoing is true and correct.

**THE FIFTH THIRD LEASING COMPANY**

By: Randall Strong  
Name: RANDALL C. STRONG  
Title: Vice President

STATE OF OHIO )

COUNTY OF \_\_\_\_\_ ) ss.

On this \_\_\_\_ day of June, 2005, before me appeared \_\_\_\_\_, the person who signed this instrument, who acknowledged that (s)he is the \_\_\_\_\_ of THE FIFTH THIRD LEASING COMPANY and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

\_\_\_\_\_  
Notary Public

My commission expires:

, \_\_\_\_\_




**SCHEDULE 1**  
**TO THE MEMORANDUM OF ASSIGNMENT OF LEASE**  
**EQUIPMENT**

68 rail cars numbered AWXX 20101-20168, inclusive.

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Memorandum of Assignment of Lease dated as of June 30, 2005, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer  
July 1, 2005